

AMENDED BY-LAWS
WE THE PEOPLE CONGRESS, INC.
(as amended on December 15, 2001)

ARTICLE I. GENERAL

1. NAME: This corporation, We The People Congress, Inc., is organized under the laws of the State of New York, Not-For-Profit Corporation Law, subparagraph (a)(5) of section 102 (Definitions). It shall be a Type B Corporation pursuant to Section 201.
2. LOCATION: The principal corporate office of We The People Congress, Inc. is located in Washington County, New York. Its mailing address is 2458 Ridge Road, Queensbury, New York 12804.
3. PURPOSE:
 - a. An independent organization to hold all public servants accountable to the Federal and State Constitutions.
 - b. To guard the sovereignty of the people against government wrongdoing by monitoring, influencing and promoting legislation, and actively lobbying legislatures.
 - c. To work for legislative reforms and greater citizen-voter-taxpayer participation in their government.
 - d. Work to have a New York State Constitutional Convention as soon as possible.

ARTICLE II. BOARD OF DIRECTORS

1. All activities of the CONGRESS shall be directed by the board of directors. The Board shall be comprised of no less than five and no more than 17 members. The current members are listed on the list of Members of the Board of Directors, attached. The size of the Board may be changed from time to time through amendment to the Bylaws by the Board of Directors.
2. TERMS OF OFFICE AND SUCCESSION: Members of the Board shall serve until new members are selected. Members shall be elected or re-elected by the Board at a meeting scheduled to be held in November 2002. Such election may occur sooner if so determined by the Board.

3. MEETINGS: Regular meetings shall be held quarterly or more frequently upon action of the board of directors. There shall be an annual meeting each year, the date to be determined by the board of directors. The annual, quarterly, or special meetings shall be called by written notice of at least 10 days in advance of said meeting. The Executive Board shall meet at least monthly to conduct normal and routine business of the Congress.
4. QUORUM: For the purpose of conducting business at a meeting of the board, at least five (5) directors shall be present. A simple majority of those present shall be sufficient to carry a motion or resolution.
5. ALTERNATIVE VOTING METHODS: Votes conducted by mail or other non-personal means will require a simple majority of the full board.
6. REMOVAL OF A BOARD MEMBER shall be by a majority vote at a regular or special meeting for behavior deemed to be detrimental to the best interests of the Congress.

ARTICLE III. OFFICERS

1. Officers shall be elected by the board of directors from its own members. Officers shall be Chairman, Vice Chairman, Treasurer, and Secretary. The board may designate other officials, including a Bookkeeper/Accountant and an Attorney.
2. The Chairman shall be the Executive Officer of the Congress, and shall conduct all duties usually incident to such office.
3. The Vice-Chairman shall have authorization to perform the duties of the Chairman in the event the Chairman is absent, incapacitated, or unable to act.
4. The Treasurer shall have custody of the Congresses' funds and securities, and shall keep full, clear and accurate accounts of all receipts and disbursements in the books belonging to the Congress. The Treasurer shall deposit all funds of the Congress in the designated bank account.
5. The Secretary shall issue or cause to be issued all notices and agendas of meetings of the Congress Board of Directors, and shall keep records of the minutes of the meetings of the board, and executive committee meetings. The Secretary may use audio and/or videotapes of meetings to assist in this function. The Secretary shall also keep custody of updated By-laws and Policy Statements of the Congress.

6. A bookkeeper/accountant may be elected by the board to assist the Treasurer, and an Attorney may be appointed by the board for legal consultation.
7. TERMS OF OFFICERS: Officers shall be elected for one (1) year terms and shall serve until their successors are elected or their term is terminated by the board of directors. Officers may be removed for excessive absence, unsatisfactory performance, or any other sufficient reason by 2/3 vote of the board of directors.

ARTICLE IV. MEMBERSHIP

1. People can become contributing members by application and approval of the board of directors and by paying a membership fee, which shall be set by the board of directors.
 - a. Members who comprise the Board of Directors, a list is attached, shall be the voting members, eligible to vote on all corporate business.
 - b. The contributing membership is encouraged to staff committees, the membership of which is not otherwise determined by bylaws, and attend corporate meetings.

ARTICLE V. COMMITTEES

1. STANDING COMMITTEES of the Congress shall include the Executive, Fundraising, Finance, and Program. The members of any committee shall serve until their successors have been selected. The chairperson and all committee members not otherwise provided for in these By-laws shall be appointed by the Chairman subject to approval by the Board of Directors. The absence of a veto by the Board shall be regarded as approval. The Chairman shall be an ex-officio member of each committee. All committees shall report to the Board and submit reports of their meetings to the Secretary.
2. THE EXECUTIVE COMMITTEE shall consist of the Chairman, Vice-Chairman, Treasurer, Secretary, and Chairpersons of program and fundraising committees. The Executive Committee shall have full authority to conduct the business of the Congress between full board meetings. The Chairman or Vice-Chairman and two other board members from the ranks of the officers and standing committee Chairpersons shall be present at all official Executive Committee meetings and shall constitute a quorum. The Executive Committee may not amend by-laws, remove any officer or director, nor reverse or undo any action of resolution previously adopted by the board.

3. THE FINANCE COMMITTEE shall consist of the Chairman of the board, Treasurer, and the Chairpersons of Fundraising and Program committees. The Finance committee shall prepare the budget for board approval, prepare quarterly financial reports for board review, and prepare and propose rules, policies and procedures for the board. Financial books shall be open to all board members at all meetings.
4. FUNDRAISING COMMITTEE shall plan and conduct fundraising activities and solicit contributions from organizations and individuals.
5. THE PROGRAM COMMITTEE shall plan programs and such activities as to accomplish the purposes as set forth in ARTICLE I, 3. PURPOSE of these by-laws.

BOARD OF DIRECTORS

We The People Congress, Inc.

December 16, 2001

Robert L. Schulz, 2458 Ridge Road, Queensbury, New York 12804

Carol Cris, 2 High Hill Drive, Sound Beach, New York 11789

Philip Goldstein, 10 Rodney St., Pt. Jefferson Sta., New York 11776

Patricia Friedman, 175 Roxbury Road, South, Garden City, New York 11530

Harvey Kash , 5 Hillside Avenue, Great Neck, New York 11021

Julia S. Gambino, 15 Dale Drive, Farmingdale, New York 11735

Pat Beldotti, 1 Marion Place, Millwood, New York 10546

Patricia Villanova, 14 West Avenue, Putnam Valley, New York 10579

William E. Haase, 42 Ervin Drive, Wappingers Falls, New York 12590

Fairlene Rabenda, 8 Claudia Lane, Poughkeepsie, New York 12603

Posr A. Posr, P.O. Box 1429, New York, New York 10009

Burr V. Deitz, 444 Whitehall Road, Albany, New York 12208

Keith W. McCart, RD#1 Box 211A, White Creek, New York 12057

A.J. Sweeney, 749 Bay Street, Rochester, New York 14609

Marilyn H. McDougall, 4528 Middle Reservation Road, Perry, New York 14530

Donald G. Hobel, 3767 Moyer Road, North Tonawanda, New York 14120 Charles

A. Schiano, Sr., 3562 Lake Avenue, Rochester, New York 14612